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**UNITED STATES BANKRUPTCY COURT**  
**DISTRICT OF NEVADA**

In re:

USA COMMERCIAL MORTGAGE  
COMPANY,

USA CAPITAL REALTY ADVISORS,  
LLC,<sup>1</sup>

USA CAPITAL DIVERSIFIED TRUST  
DEED FUND, LLC,

USA CAPITAL FIRST TRUST DEED  
FUND, LLC,<sup>2</sup>

USA SECURITIES, LLC,<sup>3</sup>  
Debtors.

**Affects:**

- ☐ All Debtors  
☒ USA Commercial Mortgage Company  
☐ USA Capital Realty Advisors, LLC  
☐ USA Capital Diversified Trust Deed Fund, LLC  
☐ USA Capital First Trust Deed Fund, LLC  
☐ USA Securities, LLC

Case No. BK-S-06-10725-LBR  
Case No. BK-S-06-10726-LBR<sup>1</sup>  
Case No. BK-S-06-10727-LBR  
Case No. BK-S-06-10728-LBR<sup>2</sup>  
Case No. BK-S-06-10729-LBR<sup>3</sup>

**CHAPTER 11**

Jointly Administered Under Case No.  
BK-S-06-10725 LBR

**DECLARATION OF EDWARD M.  
BURR IN SUPPORT OF OMNIBUS  
OBJECTIONS TO PROOFS OF  
CLAIM BASED UPON  
INVESTMENT IN ROAM  
DEVELOPMENT LOAN; AND  
CERTIFICATE OF SERVICE**

Date of Hearing: February 20, 2009  
Time of Hearing: 9:30 a.m.

I, Edward M. Burr, hereby declare under penalty of perjury that:

1. I am a principal with Sierra Consulting Group, LLC ("Sierra"). Sierra is one  
of the leading providers of restructuring advisory and litigation support services in the

<sup>1</sup> This bankruptcy case was closed on September 23, 2008.

<sup>2</sup> This bankruptcy case was closed on October 12, 2007.

<sup>3</sup> This bankruptcy case was closed on December 26, 2007.

1 Southwest. Sierra is a leading national consulting firm comprised of experienced CPAs  
2 and other financial professionals.

3 2. I submit this declaration on behalf of the USACM Liquidating Trust's  
4 Objections to Proofs of Claim filed this date.

5 3. This Court approved the Official Committee of Unsecured Creditors of USA  
6 Commercial Mortgage Company's ("Committee") appointment of Sierra as financial  
7 advisers on August 11, 2006. From that date to the Effective Date of the Debtors'  
8 confirmed Plan of Reorganization, I have assisted the Committee in analyzing facts  
9 concerning these jointly administered bankruptcy cases. As of the Effective Date of the  
10 confirmed Plan of Reorganization, Sierra has been retained by the USACM Liquidating  
11 Trust to investigate and reconcile the claims against the USA Commercial Mortgage  
12 Company ("USACM") estate.

13 4. I make the following declaration based upon my personal knowledge, and  
14 upon the records of the Debtors described in this declaration, including Debtors' original  
15 and amended schedules of liabilities and the proofs of claim described herein, as well as  
16 Debtors' accounting records.

17 5. On March 12, 2007 Effective Date of the Plan, the USACM Liquidating  
18 Trust succeeded to USACM's rights with respect to books and records.

19 6. Sierra has been working closely with both the Trustee for the USACM  
20 Liquidating Trust and Development Specialist Inc. ("DSI"), the Trustee's financial  
21 advisor, in evaluating all of the claims that were filed in the USACM estate.

22 7. **Exhibit A**, attached, lists Proofs of Claim that appear to be based, in whole  
23 or in part, upon an investment in the Roam Development Group, LP Loan ("Roam  
24 Development Loan"). For each claim listed, **Exhibit A** identifies the Proof of Claim  
25 number, the claimant, the claimant's address, the total amount of the claim, and the total  
26

1 amount of the claim that appears to be related to the Roam Development Loan based upon  
2 the information provided by the claimant.

3 8. The column listing “Unremitted Principal” on **Exhibit A** represents amounts  
4 determined by Mesirow Financial Interim Management, LLC to be General Unsecured  
5 Claims held against the USACM Estate as a result of USACM collecting principal from a  
6 Borrower under a loan, but not remitting such principal to the Direct Lender. Amounts for  
7 Unremitted Principal are documented in the Third Amendment to Bankruptcy Schedule F-  
8 1 of the Schedules and Statements filed on March 20, 2007. The USACM Liquidating  
9 Trust will agree to allow the Unremitted Principal amounts as general unsecured claims.  
10 But to the extent that a proof of claim relating to Roam Development Loan was filed for  
11 an amount greater than the amount scheduled for Unremitted Principal, the USACM  
12 Liquidating Trust will object to the difference. The amount objected to is identified on  
13 **Exhibit A** as “Approximate Amount Subject to Objection.”

14 9. We are advised by the loan servicer, confirmed by payment records, that on  
15 or about December 19, 2006, the Roam Development Loan was paid in full, as reflected in  
16 USACM’s books and records. Shortly thereafter, USACM processed the payoff and  
17 distributed the proceeds to the Direct Lenders on the Roam Development Loan.

18 10. Except for Unremitted Principal, the Direct Lenders were paid in full,  
19 subject to servicing fees and any other charges under their respective Loan Servicing  
20 Agreements and this Court’s orders, including the Confirmation Order. In general, the  
21 Direct Lenders received their principal and interest on the Roam Development Loan, less  
22 unremitted principal and sums withheld for Prepaid Interest, sums known as the 2%  
23 Holdback and amounts scheduled for unremitted principal. On the Effective Date of the  
24 Plan, the Prepaid Interest was applied, a portion of the 2% Holdback was applied to the  
25 allowed claims of the Direct Lender Committee, and the balance, less unremitted  
26 principal, was paid to the Direct Lenders.

Dated: January 9, 2009

Edward M. Burr

LEWIS  
AND  
ROCA  
LLP  
LAWYERS

Copy of the foregoing mailed by first class  
Postage prepaid U.S. Mail on  
January 9, 2009 to:

All parties in interest listed on  
Exhibit A attached.

s/ Renee L. Creswell  
Renee L. Creswell